

AUG 19 '11 -10 50 AM

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*NEW JERSEY & NEW YORK BARS

SURFACE TRANSPORTATION BOARD**REPLY TO NEW JERSEY**

NEW YORK OFFICE

10 PARK STREET

STATEN ISLAND, N.Y. 10306

718: 667-8785

August 18, 2011

VIA FEDERAL EXPRESS OVERNIGHT

Anne K. Quinlan
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

Dear Ms. Quinlan:

I have enclosed an original and two copies of the document(s) described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

The first document is a Memorandum of Chattel Mortgage, a primary document, dated July 25, 2011.

The names and addresses of the parties to the documents are as follows:

Lessor, Mortgagee, etc: Capital One Equipment Leasing & Finance.

Lessee, Mortgagor, etc: 1st Response Rail Service, Inc.

A description of the equipment covered by the documents is as follows:

THREE (3) UMLER SHUTTLE RAIL CARS 65,400 TARE WT. BFTX TAG#1521,1566 & 1568; and

THIRTEEN (13) UMLER SHUTTLE RAIL CARS 74,800 TARE WT. BFTX TAG#10003,10005, 10008, 10010, 10011, 10018, 10021, 10023, 10029, 10038, 10041, 10042 & 10046; and

FOURTEEN (14) UMLER SHUTTLE RAIL CARS 79,000 TARE WT. BFTX TAG#10053,10056, 10065, 10068, 10080, 10085, 10087, 10092, 10105, 10110, 10116, 10118, 10123 & 1025.

A short summary of the document to appear in the index follows: Chattel Mortgage between Capital One Equipment Leasing & Finance, 265 Broadhollow Road, Melville, New

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York 11747 and 1st Response Rail Service, Inc., 1431 Sumter Highway, Bishopville, SC29010 dated July 8, 2011, and covering Three Umler Shuttle Rail Cars 65,400 Tare Wt. BFTX TAG#1521,1566 & 1568; Thirteen Umler Shuttle Rail Cars 74,800 Tare Wt. BFTX TAG#10003,10005, 10008, 10010, 10011, 10018, 10021, 10023, 10029, 10038, 10041, 10042 & 10046; and Fourteen Umler Shuttle Rail Cars 79,000 Tare Wt. BFTX TAG#10053,10056, 10065, 10068, 10080, 10085, 10087, 10092, 10105, 10110, 10116, 10118, 10123 & 1025.

A fee of \$41.00 is enclosed. Please return the originals and any extra copies not needed by the Board for recordation to Peretore & Peretore, PC, 191 Woodport Road, Sparta, New Jersey 07871.



Very truly yours,

Frank Peretore

FP:ad

Enclosure

Cc: Client

RECORDATION NO. 29866 FILED

AUG 19 '11 -10 50 AM

Capital One, N.A.
Equipment Leasing & Finance
265 Broadhollow Road
Melville, NY 11747

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF CHATTEL MORTGAGE DATED AS OF JULY 25, 2011 between Capital One Equipment Leasing & Finance, a trade name of All Points Capital Corp., a New York corporation (hereinafter called the Lender) and 1st Response Rail Service, Inc., a New York corporation (hereinafter called the Borrower).

WHEREAS, the Lender and the Borrower are entering into that certain Chattel Mortgage dated as of July 25, 2011 (hereinafter called the Agreement), covering the railroad equipment listed in Schedule A hereto, bearing the serial numbers, reporting marks and road numbers (if any) of the Railroad shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefore.

IN WITNESS WHEREOF, the Lender and Borrower wish to show for the public record (a) the security interest in the said railroad equipment by and of the Lender, and (b) the debtor interest of the Borrower in said railroad equipment, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

I DO HEREBY CERTIFY THAT THIS
IS A TRUE AND CORRECT COPY

CAPITAL ONE EQUIPMENT LEASING &
FINANCE

By: [Signature]

1ST RESPONSE RAIL SERVICE, INC.

By: X [Signature]

STATE OF NEW YORK
COUNTY OF NASSAU

On this 27th day of JULY, 20 11 before me personally appeared MICHELLE HENNING to me personally known, who being by me duly sworn, says that (s)he is the Asst. Managing MGR of Capital One Equipment Leasing & Finance, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Edina S. Fields
Signature of Notary Public

My Commission expires 12/8/2011

EDINA S. FIELDS
Notary Public, State of New York
No. 01F18102685
Qualified in Kings County Nassau
Commission Expires 12/08/2007 2011

STATE OF NEW YORK
COUNTY OF NEW YORK

On this 17 day of AUG, 20 11 before me personally appeared MARK ROBERT FURMAN to me personally known, who being by me duly sworn, says that (s)he is the _____ of 1st Response Rail Service Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

→ (SEAL)

Josephine Purcaro
Signature of Notary Public

My Commission expires 7-28-12

JOSEPHINE PURCARO
Notary Public No. 01PU6190735
Qualified in Suffolk County
State of New York
Commission Expires 07-28-2012

**EQUIPMENT SCHEDULE 'A' FOR MEMORANDUM OF
CHATTEL MORTGAGE**

BETWEEN

1ST RESPONSE RAIL SERVICE, INC.
as BORROWER

AND

CAPITAL ONE EQUIPMENT LEASING & FINANCE
as LENDER

Dated: JULY 25, 2011

THREE (3) UMLER SHUTTLE RAIL CARS 65,400 TARE WT. BFTX TAG#1521,1566 & 1568;
and

THIRTEEN (13) UMLER SHUTTLE RAIL CARS 74,800 TARE WT. BFTX TAG#10003,10005,
10008, 10010, 10011, 10018, 10021, 10023, 10029, 10038, 10041, 10042 & 10046; and

FOURTEEN (14) UMLER SHUTTLE RAIL CARS 79,000 TARE WT. BFTX TAG#10053,10056,
10065, 10068, 10080, 10085, 10087, 10092, 10105, 10110, 10116, 10118, 10123 & 10125.

MARC FURMAN -PRES.
1ST RESPONSE RAIL SERVICE, INC.